# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**FORM D** 

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION O, SEP 2 3 2002 SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION 54

RECEIVED

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 1

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

•	194	 
Name of Offering ([ ] che PainCare, Inc.	ck if this is an amendment and name has changed, and indicat	e change.) 1/64 / 4/1
Filing Under (Check box(apply):	es) that [ ] <u>Rule 504</u> [ ] <u>Rule 505</u> [X] <u>Rule 506</u> [ ] Secti	on 4(6) [ ] ULOE
Type of Filing: [X] New	Filing [ ] Amendment	
	A. BASIC IDENTIFICATION DATA	
1. Enter the information r	equested about the issuer	02058527
Name of Issuer ([ ] chec PainCare, Inc.	ck if this is an amendment and name has changed, and indiciat	e change.)
Address of Executive Offi 37 North Orange Aven	ices (Number and Street, City, State, Zip Code) Tel nue, Suite 500, Orlando, Florida 32801	ephone Number (Including Area Code) (407) 926-6615
Address of Principal Bus (if different from Executiv	iness Operations (Number and Street, City, State, Zip Code) Tree Offices)	elephone Number (Including Area Code)
Brief Description of Busir Delivery of high-tech	ness pain relief through minimally invasive spine surgery and	d orthopedic rehabilitation
Type of Business Organi	zation	
[X] corporation	[ ] limited partnership, already formed [ ] other (p	lease specify):
[ ] business trust	[ ] limited partnership, to be formed	PROCES
	Month Year	OCT 0 1 2002
	e of Incorporation or Organization: [0]2] [1997] [X] Action or Organization: (Enter two-letter U.S. Postal Service abbre CN for Canada; FN for other foreign jurisdictio	eviation for State:

# **GENERAL INSTRUCTIONS**

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each genera	l and managing pa	artner of partners	ship issuers.		
Check Box(es) that Apply:	[ ] Promoter [X]	Beneficial [X Owner	() Executive Officer	[X] Director [ ]	General and/or Managing Partner
Full Name (Last nam	e first, if individual	) Lubinsky, Ra	andy	<u> </u>	
Business or Residence	e Address (Numbe	er and Street, Cit	y, State, Zip Code	e) 37 North Orange	e Ave., Suite 500, Orlando, FL 32801
Check Box(es) that Apply:	[ ] Promoter [X]	Beneficial Owner	[X] Executive Officer	[X] Director [ ]	General and/or Managing Partner
Full Name (Last nam	e first, if individua	) Szporka, Ma	rk	***************************************	
Business or Residence	e Address (Numbe	er and Street, Cit	y, State, Zip Code	e) 37 North Orange	e Ave., Suite 500, Orlando, FL 32801
Check Box(es) that Apply:	[ ] Promoter [	Beneficial Owner	[X] Executive Officer	[X] Director [ ]	General and/or Managing Partner
Full Name (Last nam	e first, if individua	l) Rosen, Jay		COCCLACIO DE LOS COMPOSITORES POR CONTRACTOR DE LOS CONTRACTOR DE	Andre German, p. 400 M. October 24 Copyrig and 4 Medical and processing age Anti-Order Colors and Copyright of Anti-Order Copy
Business or Residence	e Address (Numbe	er and Street, Cit	zy, State, Zip Code	e) 37 North Orange	e Ave., Suite 500, Orlando, FL 32801
Check Box(es) that Apply:	[ ] Promoter [	] Beneficial Owner	[ ] Executive Officer	[X] Director [	] General and/or Managing Partner
Full Name (Last nam	e first, if individua	i) Rothbart, Pe	ter		
Business or Residence	ce Address (Numb	er and Street, Cit	ty, State, Zip Code	e) 37 North Orang	e Ave., Suite 500, Orlando, FL 32801
Check Box(es) that Apply:	[ ] Promoter [	] Beneficial Owner	[X] Executive Officer	[ ] Director [	] General and/or Managing Partner
Full Name (Last nam	e first, if individua	l) Spoltore, Te	ed		
Business or Residen	ce Address (Numb	er and Street, Ci	ty, State, Zip Code	e) 37 North Orang	e Ave., Suite 500, Orlando, FL 32801
Check Box(es) that Apply:	[ ] Promoter [	] Beneficial Owner	[X] Executive Officer	[ ] Director [	] General and/or Managing Partner
Full Name (Last nam	ne first, if individua	l) Glogower, A	udie		The state of the s

Busines	ss or Res	idence	Address	(Numb	er and S	treet, Cit	ty, State,	Zip Cod	e) 37 No	rth Oran	ge Ave.,	Suite 500, (	Orlando, F	L 32801
Check Apply:	Box(es) t	thạt	[ ] Pror	noter [	] Benefic Owner		[X] Exe		[][	irector [	-	al and/or ging Partne	r	
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Busine	ss or Res	sidence	Address	(Numb	er and S	treet, Ci	ty, State,	Zip Cod	e) 37 No	rth Oran	ge Ave.,	Suite 500, (	Orlando, F	L 32801
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			<del></del>		В.	INFOR	MATIO	N ABOU	T OFFER	ING				<u></u>
1. Has	the issue	er sold,	or does								s offering	?	Yes [ ]	No [X]
2. Wha	at is the r	minimu	m invest				pendix, C ed from a		_				\$50,	000
						·	unit?	·						No [ ]
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				***************************************		Street,	City, Stat	te, Zip Co	ode)				·····	
Name	of Asso	ciated E	Broker o	Dealer										

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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		C.	OFFER	ING PRI	ICE, NUI	MBER C	F INVES	STORS,	EXPENS	ES AND	USE OF	PROC	EEDS	
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securi under	ities in the <u>Rule 50</u> gate dol	nis offeri <u>14</u> , indic	ing and t ate the r	the aggr number (	egate do	ollar amo	ounts of the	heir purc chased s	ve purcha hases. F ecurities if answer	or offerir and the				
Á	Accredite	redited I or filings	Investors under F	s Rule 504	 1 only)						Numb 6 ———	er Inve	D stors of	ggregate ollar Amount f Purchases 212,500
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secur	ities sold	d by the	issuer, t	to date,	in offerin	igs of the	e types ir	ndicated,		ve (12) n	or all nonths pri uestion 1.	or		
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4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to

organization expenses of the issuer. The future contingencies. If the amount of an estimate and check the box to the left of the state	expenditure is not known, furnish an	0	
Transfer Agent's Fees			[ ] \$-0-
Printing and Engraving Costs		•••	[] \$-0-
Legal Fees		••	[X] \$40,000
Accounting Fees		••	[X] \$40,000
Engineering Fees			[ ] \$-0-
Sales Commissions (specify finders'	fees separately)	•••	[X] \$300,000
Other Expenses (identify) Filing Fee	s, Telephone, Copies, etc.		[X] \$20,000
Total			[X] \$400,000
b. Enter the difference between the aggre total expenses furnished in response to P proceeds to the issuer."	art C - Question 4.a. This difference is ted gross proceeds to the issuer used rposes shown. If the amount for any and check the box to the left of the must equal the adjusted gross	s the "adjusted gross	d \$2,600,000
		Payments to	
		Officers,	
		Directors, &	Payments To
Outside as the se		Affiliates	Others
Salaries and fees		[X] \$100,000	[]\$
Purchase of real estate		[]\$	[]\$
Purchase, rental or leasing and insta and equipment		[]\$	[]\$
Construction or leasing of plant build		[]\$	[]\$
Acquisition of other businesses (incl in this offering that may be used in exchange)	uding the value of securities involved	[]\$	[X] \$2,000,000
another issuer			
pursuant to a merger)		r1¢	7 1 <b>c</b>
Repayment of indebtedness		[]\$	[]\$
Working capital Other (specify):		[]\$	[X]\$ 500,000 []\$
Other (specify)			
		[]\$	[]\$
Column Totals		[]\$	[]\$
Total Payments Listed (column total			600,000
			pour de Staden de Lacondo for de Staden de Contra de Con
	D. FEDERAL SIGNATURE		
The issuer has duly caused this notice to 505, the following signature constitutes a upon written request of its staff, the inform (b)(2) of Rule 502.	n undertaking by the issuer to furnish	to the U.S. Securities and	d Exchange Commission,
Issuer (Print or Type)	Signature ()   , \	Ĭn.	Pate
ioddor (i fint or Typo)	X   1 '		, a.c.
PainCare, Inc.	Jan	PFFFFFFFFFFFFFFFFFFFFFFFFFFFFFFFFFFFFFF	9/20/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	<u></u>	
	2. 2.3 ( , , , , , , , , , , , , ,		

CEO

Randy Lubinsky

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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

## **E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

[ ] [X]

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification by the undersigned duly authorized	and knows the contents to be true and has duly cause person.	ed this notice to be signed on its behalf
Issuer (Print or Type)	Signature ( )	Date
PainCare, Inc.	tan In	9/20/02
Name of Signer (Print or Type)	Title (Print or Type)	

CEO

## Instruction:

Randy Lubinsky

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				A	PPENDIX				
1		2	3	nggagaaran na na ta'u sa ar		5 Disqualification			
MAN HARRAN MANAGEMENT AND	to non-a	I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	(		under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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